



QUARTERLY STATEMENT

AS OF MARCH 31, 2007  
OF THE CONDITION AND AFFAIRS OF THE

OmniCare Health Plan, Inc.

NAIC Group Code	1137	1137	NAIC Company Code	12193	Employer's ID Number	20-1052897
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health [ ] Property/Casualty [ ] Dental Service Corporation [ ] Vision Service Corporation [ ] Other [ ] Health Maintenance Organization [ X ] Hospital, Medical & Dental Service or Indemnity [ ] Is HMO, Federally Qualified? Yes [ ] No [ X ]					
Incorporated/Organized	04/22/2004			Commenced Business	10/01/2004	
Statutory Home Office	1333 Gratiot, Ste 400			Detroit, MI 48207		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	1333 Gratiot, Ste 400			Detroit, MI 48207		313-465-1519
	(Street and Number)			(City or Town, State and Zip Code)		(Area Code) (Telephone Number)
Mail Address	1333 Gratiot, Ste 400			Detroit, MI 48207		
	(Street and Number or P.O. Box)			(City or Town, State and Zip Code)		
Primary Location of Books and Records	1333 Gratiot, Ste 400			Detroit, MI 48207		313-465-1519
	(Street and Number)			(City or Town, State and Zip Code)		(Area Code) (Telephone Number)
Internet Website Address	www.omnicarehealthplan.com					
Statutory Statement Contact	Kenyata J. Rogers			313-465-1519		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	kjrogers@cvty.com			313-465-1604		
	(E-Mail Address)			(Fax Number)		
Policyowner Relations Contact	1333 Gratiot, Ste 400			Detroit, MI 48207		313-465-1519
	(Street and Number)			(City or Town, State and Zip Code)		(Area Code) (Telephone Number) (Extension)

OFFICERS

Name	Title	Name	Title
Beverly Ann Allen	President and Chief Executive Officer	Kenyata Jamilea Rogers	Chief Financial Officer
John Joseph Ruhlmann	Senior Vice President, Corporate Controller	Francis Samuel Soistman Jr.	Executive Vice President

OTHER OFFICERS

John Joseph Stelben	Assistant Treasurer and Assistant Secretary	Claudia Bjerre	Treasurer
Jonathan David Weinberg	Assistant Secretary	Shirley Ann Roquemore	Secretary
Kenneth G. Robinson III	Assistant Treasurer		

DIRECTORS OR TRUSTEES

Francis Samuel Soistman Jr.	Bobby Lee Jones	Beverly Ann Allen	Claudia Bjerre
Doretha J. Wiley	Ernestine Romero		

State of Michigan  
County of Wayne ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Beverly Ann Allen  
Chief Executive Officer

Kenyata Jamilea Rogers  
Chief Financial Officer

John Joseph Ruhlmann  
Senior Vice President, Corporate Controller

Subscribed and sworn to before me this  
day of , 2007

Rochelle D. Jenkins, Notary Public, State of Michigan  
12/25/2012

- a. Is this an original filing? Yes [ X ] No [ ]
- b. If no,
1. State the amendment number
2. Date filed
3. Number of pages attached

ASSETS

	Current Statement Date			4  December 31 Prior Year Net Admitted Assets
	1  Assets	2  Nonadmitted Assets	3  Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	9,349,444		9,349,444	8,450,369
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....			0	0
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
3.2 Other than first liens .....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances) .....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ .....9,840,641 ), cash equivalents (\$ .....11,227,095 ) and short-term investments (\$ .....17,657,996 ) .....	38,725,732		38,725,732	38,388,131
6. Contract loans, (including \$ .....premium notes)			0	0
7. Other invested assets .....	0	0	0	0
8. Receivables for securities .....			0	0
9. Aggregate write-ins for invested assets .....	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	48,075,176	0	48,075,176	46,838,500
11. Title plants less \$ .....charged off (for Title insurers only) .....			0	0
12. Investment income due and accrued .....	174,448		174,448	164,666
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....			0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....earned but unbilled premiums) .....			0	0
13.3 Accrued retrospective premiums .....			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....	256,862		256,862	9,041
14.2 Funds held by or deposited with reinsured companies .....			0	0
14.3 Other amounts receivable under reinsurance contracts .....			0	0
15. Amounts receivable relating to uninsured plans .....			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon .....			0	116,653
16.2 Net deferred tax asset .....	331,087	29,659	301,428	263,146
17. Guaranty funds receivable or on deposit .....			0	0
18. Electronic data processing equipment and software .....			0	0
19. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	99,997	99,997	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
21. Receivables from parent, subsidiaries and affiliates .....	22,493		22,493	52,870
22. Health care (\$ .....1,331,607 ) and other amounts receivable .....	1,356,703	298,162	1,058,541	916,433
23. Aggregate write-ins for other than invested assets .....	43,262	43,262	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	50,360,028	471,080	49,888,948	48,361,309
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
26. Total (Lines 24 and 25)	50,360,028	471,080	49,888,948	48,361,309
DETAILS OF WRITE-INS				
0901. ....				
0902. ....				
0903. ....				
0998. Summary of remaining write-ins for Line 9 from overflow page .....	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Prepaid Expenses.....	2,050	2,050	0	0
2302. Leasehold Improvements.....	41,212	41,212	0	0
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	43,262	43,262	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded)	13,475,803		13,475,803	15,387,615
2. Accrued medical incentive pool and bonus amounts	302,400		302,400	285,807
3. Unpaid claims adjustment expenses	259,930		259,930	278,355
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	.863
9. General expenses due or accrued	574,490		574,490	727,721
10.1 Current federal and foreign income tax payable and interest thereon (including \$ .....(18) on realized gains (losses))	171,812		171,812	(2,110)
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	11,097		11,097	24,886
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	0		0	0
16. Payable for securities	250,000		250,000	.1,106
17. Funds held under reinsurance treaties with (\$ ..... authorized reinsurers and \$ ..... unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including \$ ..... current)	0	0	0	0
22. Total liabilities (Lines 1 to 21)	15,045,532	0	15,045,532	16,704,243
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	10	10
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	16,600,990	16,600,990
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	18,242,416	15,056,066
30. Less treasury stock, at cost:				
30.1 ..... shares common (value included in Line 24) \$ ..... )	XXX	XXX		0
30.2 ..... shares preferred (value included in Line 25) \$ ..... )	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	34,843,416	31,657,066
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	49,888,948	48,361,309
DETAILS OF WRITE-INS				
2101. ....				
2102. ....				
2103. ....				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	0	0	0	0
2301. ....	XXX	XXX		
2302. ....	XXX	XXX		
2303. ....	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801. ....	XXX	XXX		
2802. ....	XXX	XXX		
2803. ....	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	175,379	180,921
2. Net premium income (including \$ ..... non-health premium income).....	XXX	44,122,320	37,675,358
3. Change in unearned premium reserves and reserve for rate credits .....	XXX		0
4. Fee-for-service (net of \$ ..... medical expenses) .....	XXX		0
5. Risk revenue .....	XXX		0
6. Aggregate write-ins for other health care related revenues .....	XXX	(2,630,660)	(2,275,369)
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	41,491,660	35,399,989
<b>Hospital and Medical:</b>			
9. Hospital/medical benefits .....		24,471,263	17,068,627
10. Other professional services .....		1,416,849	1,523,085
11. Outside referrals .....			0
12. Emergency room and out-of-area .....		3,499,353	3,454,381
13. Prescription drugs .....		4,670,702	4,687,019
14. Aggregate write-ins for other hospital and medical .....	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		122,173	129,387
16. Subtotal (Lines 9 to 15) .....	0	34,180,340	26,862,499
<b>Less:</b>			
17. Net reinsurance recoveries .....		277,689	209,295
18. Total hospital and medical (Lines 16 minus 17) .....	0	33,902,651	26,653,204
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$ ..... cost containment expenses.....		565,972	572,683
21. General administrative expenses.....		2,826,340	2,791,149
22. Increase in reserves for life and accident and health contracts including \$ ..... increase in reserves for life only).....			0
23. Total underwriting deductions (Lines 18 through 22) .....	0	37,294,963	30,017,036
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	4,196,697	5,382,953
25. Net investment income earned .....		644,036	550,498
26. Net realized capital gains (losses) less capital gains tax of \$ .....		(50)	(1,658)
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	643,986	548,840
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )] .....			0
29. Aggregate write-ins for other income or expenses .....	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	4,840,683	5,931,793
31. Federal and foreign income taxes incurred .....	XXX	1,448,966	2,073,654
32. Net income (loss) (Lines 30 minus 31) .....	XXX	3,391,717	3,858,139
<b>DETAILS OF WRITE-INS</b>			
0601. QAAP Assessment.....	XXX	(2,664,117)	(2,275,369)
0602. Other Revenue.....	XXX	33,457	0
0603. ....	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	(2,630,660)	(2,275,369)
0701. ....	XXX		
0702. ....	XXX		
0703. ....	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0
1401. ....			
1402. ....			
1403. ....			
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0
2901. ....			
2902. ....			
2903. ....			
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	31,657,066	22,037,552	22,037,552
34. Net income or (loss) from Line 32 .....	3,391,717	3,858,139	13,476,025
35. Change in valuation basis of aggregate policy and claim reserves .....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....		0	0
37. Change in net unrealized foreign exchange capital gain or (loss) .....		0	0
38. Change in net deferred income tax .....	35,439	(445,406)	(853,523)
39. Change in nonadmitted assets .....	(240,806)	999,594	1,997,012
40. Change in unauthorized reinsurance .....	0	0	0
41. Change in treasury stock .....		0	0
42. Change in surplus notes .....	0	0	0
43. Cumulative effect of changes in accounting principles .....		0	0
44. Capital Changes:			
44.1 Paid in .....		0	0
44.2 Transferred from surplus (Stock Dividend) .....		0	0
44.3 Transferred to surplus .....		0	0
45. Surplus adjustments:			
45.1 Paid in .....		0	0
45.2 Transferred to capital (Stock Dividend) .....	0	0	0
45.3 Transferred from capital .....		0	0
46. Dividends to stockholders .....		(5,000,000)	(5,000,000)
47. Aggregate write-ins for gains or (losses) in surplus .....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47) .....	3,186,350	(587,673)	9,619,514
49. Capital and surplus end of reporting period (Line 33 plus 48)	34,843,416	21,449,879	31,657,066
DETAILS OF WRITE-INS			
4701. ....			
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance.....	44,121,457	146,962,482
2. Net investment income .....	639,342	2,363,463
3. Miscellaneous income .....	(2,742,765)	(8,528,110)
4. Total (Lines 1 to 3) .....	42,018,034	140,797,835
5. Benefits and loss related payments .....	36,329,508	111,592,326
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	3,493,090	13,945,917
8. Dividends paid to policyholders .....		0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses)	1,229,270	6,131,780
10. Total (Lines 5 through 9) .....	41,051,868	131,670,023
11. Net cash from operations (Line 4 minus Line 10) .....	966,166	9,127,812
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	543,082	2,981,819
12.2 Stocks .....	0	0
12.3 Mortgage loans .....	0	0
12.4 Real estate .....	0	0
12.5 Other invested assets .....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	155,013	733,319
12.7 Miscellaneous proceeds .....	248,894	1,106
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	946,989	3,716,244
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	1,447,245	3,890,809
13.2 Stocks .....	0	0
13.3 Mortgage loans .....	0	0
13.4 Real estate .....	0	0
13.5 Other invested assets .....	0	0
13.6 Miscellaneous applications .....	155,063	739,347
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	1,602,308	4,630,156
14. Net increase (or decrease) in contract loans and premium notes .....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(655,319)	(913,912)
<b>Cash from Financing and Miscellaneous Sources</b>		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes .....	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0
16.3 Borrowed funds .....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....		0
16.5 Dividends to stockholders .....	0	5,000,000
16.6 Other cash provided (applied).....	26,754	(107,212)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	26,754	(5,107,212)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	337,601	3,106,688
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	38,388,131	35,281,443
19.2 End of period (Line 18 plus Line 19.1)	38,725,732	38,388,131

STATEMENT AS OF MARCH 31, 2007 OF THE OmniCare Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION										
	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
Total Members at end of:										
1. Prior Year .....	57,945	.0	.0	.0	.0	.0	.0	.0	57,945	.0
2 First Quarter .....	58,447								58,447	
3 Second Quarter .....	.0									
4. Third Quarter .....	.0									
5. Current Year	.0									
6 Current Year Member Months	175,379								175,379	
Total Member Ambulatory Encounters for Period:										
7. Physician .....	113,720								113,720	
8. Non-Physician .....	15,785								15,785	
9. Total	129,505	.0	.0	.0	.0	.0	.0	.0	129,505	.0
10. Hospital Patient Days Incurred	8,499								8,499	
11. Number of Inpatient Admissions	2,045								2,045	
12. Health Premiums Written .....	44,401,943								44,401,943	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned .....	44,401,943								44,401,943	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services .....	36,075,559								36,075,559	
18. Amount Incurred for Provision of Health Care Services	34,180,340								34,180,340	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....

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UNDERWRITING AND INVESTMENT EXHIBIT  
ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5  Claims Incurred in Prior Years (Columns 1 + 3)	6  Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1  On Claims Incurred Prior to January 1 of Current Year	2  On Claims Incurred During the Year	3  On Claims Unpaid Dec. 31 of Prior Year	4  On Claims Incurred During the Year		
1. Comprehensive (hospital & medical) .....					0	0
2. Medicare Supplement .....					0	0
3. Dental Only .....					0	0
4. Vision Only .....					0	0
5. Federal Employees Health Benefits Plan .....					0	0
6. Title XVIII - Medicare .....					0	0
7. Title XIX - Medicaid .....	9,623,156	26,515,538	2,585,454	10,890,349	12,208,610	15,387,614
8. Other Health .....					0	0
9. Health Subtotal (Lines 1 to 8).....	9,623,156	26,515,538	2,585,454	10,890,349	12,208,610	15,387,614
10. Healthcare receivables (a) .....		446,404			0	0
11. Other non-health .....					0	0
12. Medical incentive pools and bonus amounts .....	105,579		168,002	134,398	273,581	285,807
13. Totals	9,728,735	26,069,134	2,753,456	11,024,747	12,482,191	15,673,421

(a) Excludes \$ .....5,124 loans and advances to providers not yet expensed.

## NOTES TO FINANCIAL STATEMENTS

1 to 8. No significant changes since 12/31/2006.

### 9. Income Taxes

a. The components of the net deferred tax asset are as follows:

	March 31, 2007	12/31/2006
Total of gross deferred tax assets	367,581	332,141
Total of deferred tax liabilities	(36,494)	(36,494)
Net deferred tax asset	331,087	295,647
Deferred Tax Asset nonadmitted	29,659	32,501
Net admitted deferred tax asset	301,429	263,145
Increase (decrease) in DTAs nonadmitted	(2,843)	

b. Deferred tax liabilities are not recognized for the following amounts:

None

c. The provisions for incurred taxes on earnings for the years ended December 31 are:

	March 31, 2007	12/31/2006
Federal	1,448,966	6,191,016
Foreign	-	-
	1,448,966	6,191,016
Federal Income Tax on net capital gains	-	-
Utilization of capital loss carry-forwards	-	-
Federal and foreign income taxes incurred	1,448,966	6,191,016

The tax effect of temporary difference that give rise to significant portions of deferred tax assets and deferred tax liabilities are:

Deferred Tax Assets:	March 31, 2007	12/31/2006	Change
CY Discounted unpaid claims	94,946	107,894	(12,948)
Bad debt expense reserve	41,177	80,766	(39,589)
Vacation pay accrual	38,774	36,014	2,760
Accrued bonuses	18,428	18,428	0
Rent Abatement Adjustment	12,320	12,320	0
Retention bonus	7,439	7,439	0
Nonadmitted assets	154,497	69,221	85,277
Total deferred tax assets	367,581	332,141	35,440
Nonadmitted deferred tax assets	(29,659)	(32,501)	2,843
Admitted deferred tax assets	337,923	299,639	38,283
Deferred Tax Liabilities:			
Total deferred tax liabilities	36,494	36,494	0
Net admitted deferred tax asset	301,429	263,145	38,283

The change in net deferred income taxes is comprised of the following (exclusive of nonadmitted assets):

	March 31, 2007	12/31/2006	Change
Total deferred tax assets	367,581	332,141	35,440
Total deferred tax liabilities	36,494	36,494	0
Net deferred tax asset	331,087	295,647	35,440
Tax effect of unrealized gains(losses)			0
Change in net deferred income tax			35,440

d. The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory Federal income tax rate to income before taxes. The significant items causing this difference are as follows:

	March 31, 2007
Provision computed at statutory rate	1,694,239
Tax-exempt interest	(10,511)
Meals and entertainment	238
Investment fees relating to tax-exempt income	466
Stock options	(166,617)

NOTES TO FINANCIAL STATEMENTS

State income taxes	1,719
Incentive compensation	(7,191)
CY Discounted unpaid claims	(12,948)
PY Discounted unearned premiums	0
CY Discounted unearned premiums	(61)
Bad debt expense reserve	(39,589)
Vacation pay accrual	2,760
True-Up	(13,541)
Total Statutory income taxes	<u>1,448,966</u>
Federal income taxes incurred	1,427,067
True-Up	(13,541)
Change in net deferred income taxes	35,440
Total Statutory income taxes	<u>1,448,966</u>

e. Amount of net loss carryforwards available to offset future taxable income (from the current year:

None - The tax benefit of any current and prior operating losses has been realized as a result of the intercompany tax allocation agreement with the parent.

2. Amount of federal income taxes incurred in the current year and each preceding year that are available for recoupment in the event of future losses:

2007	1,448,966
2006	6,191,016

f. 1. The Company's taxable income or loss is included in the consolidated federal income tax return of its parent company, Coventry Health Care, Inc. The names of the entities with whom the Company's federal income tax return is currently consolidated are included on pages 19 and 19.1 of this Statement (Schedule Y).

2. The method of tax allocation between the companies is subject to written agreement approved by management of the respective companies. The tax allocation agreement with the Parent is based upon taxes incurred on net income. Intercompany tax balances are settled monthly.

10 - 31 No significant changes since 12/31/2006.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES  
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [ ] No [X]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [ ] No [ ]
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [ ] No [X]
- 2.2

If yes, date of change:

If not previously filed, furnish herewith a certified copy of the instrument as amended.
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [ ] No [X]

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [ ] No [X]
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes [X] No [ ] NA [ ]

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2005
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2005
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

10/24/2006
- 6.4

By what department or departments?

The Office of Financial and Insurance Services.
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [ ] No [X]
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [ ] No [X]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [ ] No [X]
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

GENERAL INTERROGATORIES

9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?.....

Yes ☒ No ☐

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

9.11

If the response to 9.1 is No, please explain:

9.2

Has the code of ethics for senior managers been amended?.....

Yes ☐ No ☒

9.21

If the response to 9.2 is Yes, provide information related to amendment(s).

9.3

Have any provisions of the code of ethics been waived for any of the specified officers?.....

Yes ☐ No ☒

9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes ☒ No ☐

10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$ .....

22,493

INVESTMENT

11.1

Has there been any change in the reporting entity's own preferred or common stock? .....

Yes ☐ No ☒

11.2

If yes, explain:

12.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) .....

Yes ☐ No ☒

12.2

If yes, give full and complete information relating thereto:

13.

Amount of real estate and mortgages held in other invested assets in Schedule BA: .....

\$ .....0

14.

Amount of real estate and mortgages held in short-term investments: .....

\$ .....0

15.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates? .....

Yes ☐ No ☒

15.2

If yes, please complete the following:

		1	2
		Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
15.21	Bonds .....	\$ .....	\$ .....
15.22	Preferred Stock .....	\$ .....	\$ .....
15.23	Common Stock .....	\$ .....	\$ .....
15.24	Short-Term Investments .....	\$ .....	\$ .....
15.25	Mortgage Loans on Real Estate .....	\$ .....	\$ .....
15.26	All Other .....	\$ .....	\$ .....
15.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 15.21 to 15.26).....	\$ .....0	\$ .....0
15.28	Total Investment in Parent included in Lines 15.21 to 15.26 above ....	\$ .....	\$ .....

16.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB? .....

Yes ☐ No ☒

16.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? .....

Yes ☐ No ☐

If no, attach a description with this statement.

GENERAL INTERROGATORIES

17. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV.H - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? .....

Yes [X] No [ ]

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Wachovia Bank, N.A.....	1300 1 Street, N.W. D.C. 1954 12th Floor, West Tower.....
Citibank, N.A.....	3800 Citigroup Center, Building B 02/08, Tampa FL 33610-9122.....

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

17.3 Have there been any changes, including name changes in the custodian(s) identified in 17.1 during the current quarter? .....

Yes [ ] No [X]

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
104594.....	Evergreen.....	200 Berkley Boston, MA 02116.....
107423.....	Conning & Company.....	185 Asylum Street, City Place II, Hartford, CT 06103-4105.....
25995.....	Citigroup.....	3800 Citigroup, Bldg 8 02/08 Tampa, FL 33610-9122.....

18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? .....

Yes [X] No [ ]

18.2 If no, list exceptions:

.....

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Increase (decrease) by adjustment		0
3. Cost of acquired		0
4. Cost of additions to and permanent improvements		0
5. Total profit (loss) on sales		0
6. Increase (decrease) by foreign exchange adjustment		0
7. Amount received on sales		0
8. Book/adjusted carrying value at end of current period	0	0
9. Total valuation allowance		0
10. Subtotal (Lines 8 plus 9)	0	0
11. Total nonadmitted amounts		0
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year	0	0
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount and mortgage interest points and commitment fees		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	0	0

SCHEDULE BA – VERIFICATION

Other Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned December 31 of prior year	0	0
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book/adjusted carrying value of long-term invested assets at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	8,450,370	7,546,495
2. Cost of bonds and stocks acquired	1,447,244	3,890,809
3. Accrual of discount	1,240	13,401
4. Increase (decrease) by adjustment	0	0
5. Increase (decrease) by foreign exchange adjustment	0	0
6. Total profit (loss) on disposal	0	0
7. Consideration for bonds and stocks disposed of	543,082	2,981,818
8. Amortization of premium	6,328	18,517
9. Book/adjusted carrying value, current period	9,349,444	8,450,370
10. Total valuation allowance	0	0
11. Subtotal (Lines 9 plus 10)	9,349,444	8,450,370
12. Total nonadmitted amounts	0	0
13. Statement value	9,349,444	8,450,370

STATEMENT AS OF MARCH 31, 2007 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 .....	48,466,303	79,164,505	89,749,657	353,284	38,234,435	0	0	48,466,303
2. Class 2 .....	0	0	0	0	0	0	0	0
3. Class 3 .....	0	0	0	0	0	0	0	0
4. Class 4 .....	0	0	0	0	0	0	0	0
5. Class 5 .....	0	0	0	0	0	0	0	0
6. Class 6 .....	0	0	0	0	0	0	0	0
7. Total Bonds	48,466,303	79,164,505	89,749,657	353,284	38,234,435	0	0	48,466,303
<b>PREFERRED STOCK</b>								
8. Class 1 .....	0	0	0	0	0	0	0	0
9. Class 2 .....	0	0	0	0	0	0	0	0
10. Class 3 .....	0	0	0	0	0	0	0	0
11. Class 4 .....	0	0	0	0	0	0	0	0
12. Class 5 .....	0	0	0	0	0	0	0	0
13. Class 6 .....	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	48,466,303	79,164,505	89,749,657	353,284	38,234,435	0	0	48,466,303



SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter					
	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals	17,657,996	XXX	17,457,195	577	0

SCHEDULE DA - PART 2- VERIFICATION

Short-Term Investments Owned		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	21,596,268	32,061,607
2. Cost of short-term investments acquired .....	45,967,663	304,532,655
3. Increase (decrease) by adjustment .....	155,013	738,097
4. Increase (decrease) by foreign exchange adjustment .....	0	0
5. Total profit (loss) on disposal of short-term investments .....	0	(4,778)
6. Consideration received on disposal of short-term investments .....	50,060,948	315,731,313
7. Book/adjusted carrying value, current period .....	17,657,996	21,596,268
8. Total valuation allowance .....	0	0
9. Subtotal (Lines 7 plus 8) .....	17,657,996	21,596,268
10. Total nonadmitted amounts .....	0	0
11. Statement value (Lines 9 minus 10) .....	17,657,996	21,596,268
12. Income collected during period .....	364,600	1,658,637
13. Income earned during period .....	355,382	1,591,588

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

## SCHEDULE S - CEDED REINSURANCE

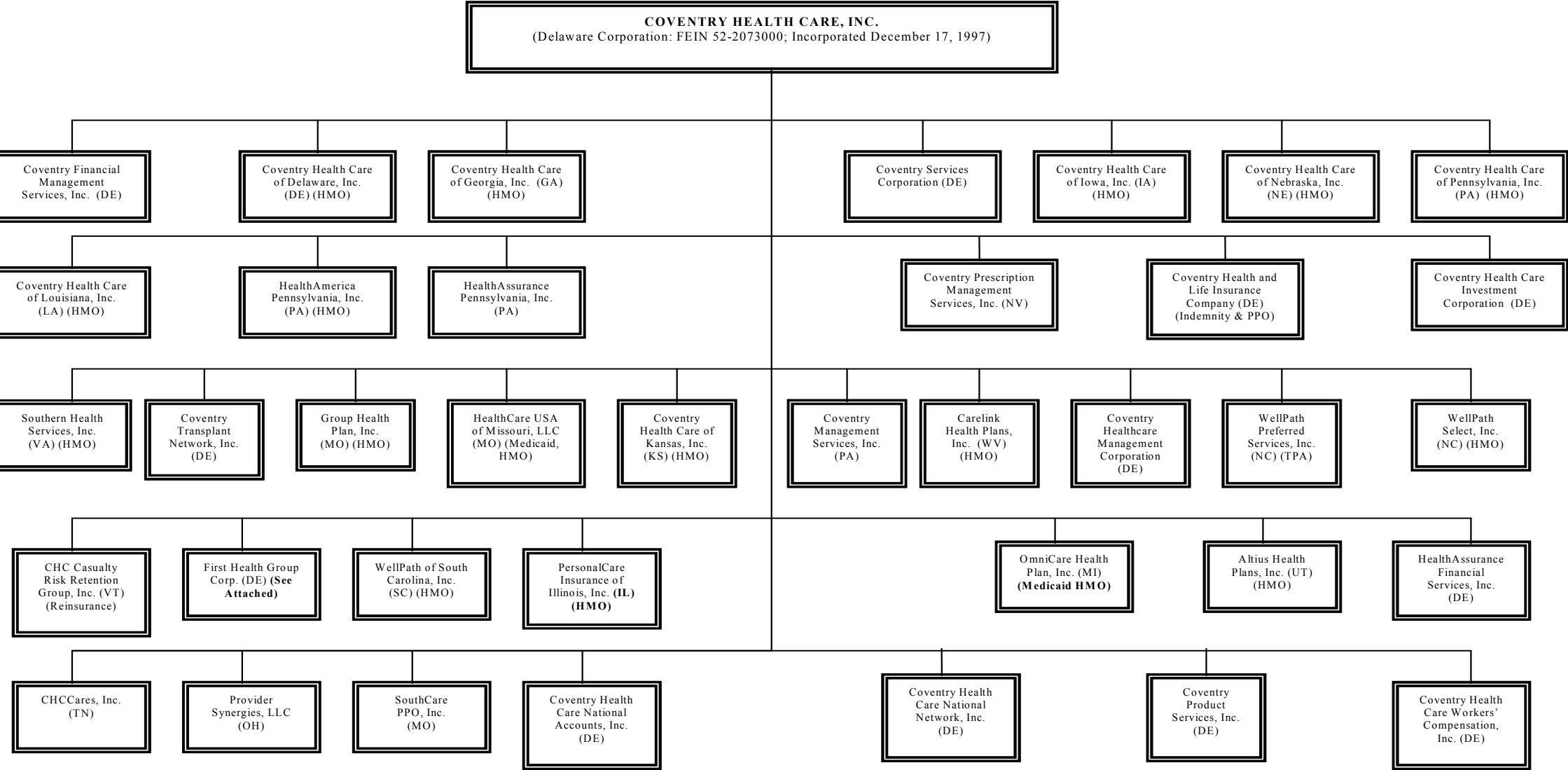
[illegible]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

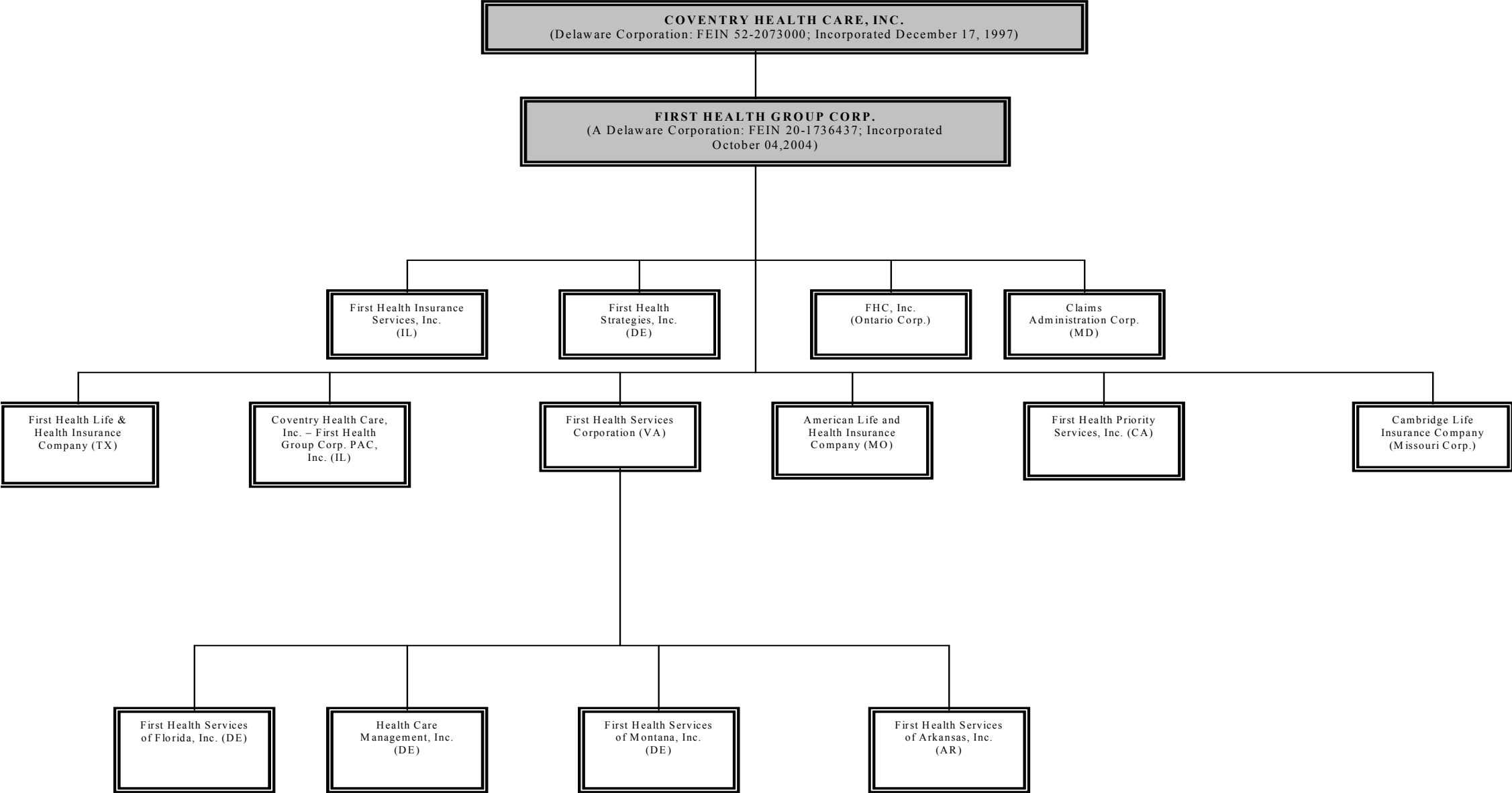
Current Year to Date - Allocated by States and Territories									
States, Etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Is Insurer Licensed (Yes or No)	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefit Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL No	.0						.0	
2. Alaska	AK No	.0						.0	
3. Arizona	AZ No	.0						.0	
4. Arkansas	AR No	.0						.0	
5. California	CA No	.0						.0	
6. Colorado	CO No	.0						.0	
7. Connecticut	CT No	.0						.0	
8. Delaware	DE No	.0						.0	
9. District of Columbia	DC No	.0						.0	
10. Florida	FL No	.0						.0	
11. Georgia	GA No	.0						.0	
12. Hawaii	HI No	.0						.0	
13. Idaho	ID No	.0						.0	
14. Illinois	IL No	.0						.0	
15. Indiana	IN No	.0						.0	
16. Iowa	IA No	.0						.0	
17. Kansas	KS No	.0						.0	
18. Kentucky	KY No	.0						.0	
19. Louisiana	LA No	.0						.0	
20. Maine	ME No	.0						.0	
21. Maryland	MD No	.0						.0	
22. Massachusetts	MA No	.0						.0	
23. Michigan	MI Yes	.0		44,401,943				44,401,943	
24. Minnesota	MN No	.0						.0	
25. Mississippi	MS No	.0						.0	
26. Missouri	MO No	.0						.0	
27. Montana	MT No	.0						.0	
28. Nebraska	NE No	.0						.0	
29. Nevada	NV No	.0						.0	
30. New Hampshire	NH No	.0						.0	
31. New Jersey	NJ No	.0						.0	
32. New Mexico	NM No	.0						.0	
33. New York	NY No	.0						.0	
34. North Carolina	NC No	.0						.0	
35. North Dakota	ND No	.0						.0	
36. Ohio	OH No	.0						.0	
37. Oklahoma	OK No	.0						.0	
38. Oregon	OR No	.0						.0	
39. Pennsylvania	PA No	.0						.0	
40. Rhode Island	RI No	.0						.0	
41. South Carolina	SC No	.0						.0	
42. South Dakota	SD No	.0						.0	
43. Tennessee	TN No	.0						.0	
44. Texas	TX No	.0						.0	
45. Utah	UT No	.0						.0	
46. Vermont	VT No	.0						.0	
47. Virginia	VA No	.0						.0	
48. Washington	WA No	.0						.0	
49. West Virginia	WV No	.0						.0	
50. Wisconsin	WI No	.0						.0	
51. Wyoming	WY No	.0						.0	
52. American Samoa	AS No	.0						.0	
53. Guam	GU No	.0						.0	
54. Puerto Rico	PR No	.0						.0	
55. U.S. Virgin Islands	VI No	.0						.0	
56. Northern Mariana Islands	MP No	.0						.0	
57. Canada	CN No	.0						.0	
58. Aggregate Other Alien	OT XXX	.0	.0	.0	.0	.0	.0	.0	.0
59. Subtotal	XXX	.0	.0	44,401,943	.0	.0	.0	44,401,943	.0
60. Reporting entity contributions for Employee Benefit Plans	XXX							.0	
61. Total (Direct Business)	(a) 1	0	0	44,401,943	0	0	0	44,401,943	0
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	.0	.0	.0	.0	.0	.0	.0	.0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

(a) Insert the number of yes responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplemental is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Statement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.



**OVERFLOW PAGE FOR WRITE-INS**



Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 1

NONE

Schedule B - Part 2

NONE

Schedule BA - Part 1

NONE

Schedule BA - Part 2

NONE

STATEMENT AS OF MARCH 31, 2007 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator <sup>(a)</sup>
3133KK-BT-1	FEDERAL HOME LOAN BANK		03/20/2007	GOLDMAN SACHS		250,000	250,000	0	1
0399999 - Total - Bonds - U.S. Government						250,000	250,000	0	XXX
1099999 - Total - Bonds - All Other Government						0	0	0	XXX
1799999 - Total - Bonds - States, Territories and Possessions						0	0	0	XXX
2499999 - Total - Bonds - Political Subdivisions						0	0	0	XXX
59465H-EF-9	MICHIGAN ST HOSP FIN AUTH REV		02/12/2007	MORGAN STANLEY DEAN WITTER		1,000,000	1,000,000	588	1FE
3199999 - Total - Bonds - Special Revenue						1,000,000	1,000,000	588	XXX
3899999 - Total - Bonds - Public Utilities						0	0	0	XXX
368710-AG-4	GENENTECH INC		03/08/2007	GOLDMAN SACHS		97,389	100,000	765	1FE
854616-AL-3	STANLEY WORKS		03/15/2007	UBS SECURITIES		99,856	100,000	0	1FE
4599999 - Total - Bonds - Industrial, Misc.						197,245	200,000	765	XXX
4699999 - Total - Bonds - Credit Tenant Loans						0	0	0	XXX
5399999 - Total - Bonds - Parent, Subsidiaries, Affiliates						0	0	0	XXX
6099997 - Total - Bonds - Part 3						1,447,245	1,450,000	1,354	XXX
6099999 - Total - Bonds						1,447,245	1,450,000	1,354	XXX
6199999 - Total - Preferred Stocks - Public Utilities						0	XXX	0	XXX
6299999 - Total - Preferred Stocks - Banks, Trusts, Insurance						0	XXX	0	XXX
6399999 - Total - Preferred Stocks - Industrial, Misc.						0	XXX	0	XXX
6499999 - Total - Preferred Stocks - Parent, Subsidiaries, Affiliates						0	XXX	0	XXX
6599997 - Total - Preferred Stocks - Part 3						0	XXX	0	XXX
6599999 - Total - Preferred Stocks						0	XXX	0	XXX
6699999 - Total - Common Stocks - Public Utilities						0	XXX	0	XXX
6799999 - Total - Common Stocks - Banks, Trusts, Insurance						0	XXX	0	XXX
6899999 - Total - Common Stocks - Industrial, Misc.						0	XXX	0	XXX
6999999 - Total - Common Stocks - Parent, Subsidiaries, Affiliates						0	XXX	0	XXX
7099999 - Total - Common Stocks - Mutual Fund						0	XXX	0	XXX
7199999 - Total - Common Stocks - Money Market Mutual Fund						0	XXX	0	XXX
7299997 - Total - Common Stocks - Part 3						0	XXX	0	XXX
7299999 - Total - Common Stocks						0	XXX	0	XXX
7399999 - Total - Preferred and Common Stocks						0	XXX	0	XXX
7499999 - Totals						1,447,245	XXX	1,354	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0 .

**STATEMENT AS OF MARCH 31, 2007 OF THE OmniCare Health Plan, Inc.**

## SCHEDULE D - PART 4

**Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter**

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
912828-DN-7	US TREASURY N/B	02/28/2007	MATURITY		500,000	500,000	496,875	499,736	0	264	0	264	0	500,000	0	0	8,438	02/28/2007			
0399999	- Bonds - U.S. Governments				500,000		496,875	499,736	0	264	0	264	0	500,000	0	0	8,438	XXX	XXX		
1099999	- Bonds - All Other Governments				0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
1799999	- Bonds - States, Territories and Possessions				0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
2499999	- Bonds - Political Subdivisions				0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
3128K4-L2-9	FG A43945	03/01/2007	MBS PAYDOWN		17,375	17,375	17,762	17,376	0	(1)	0	(1)	0	17,375	0	0	279	12/01/2035	-1		
3129TP-Z2-0	FG A34361	03/01/2007	MBS PAYDOWN		2,750	2,750	2,783	2,751	0	(1)	0	(1)	0	2,750	0	0	33	10/01/2034	-1		
31371M-GA-9	FN 255893	03/01/2007	MBS PAYDOWN		7,593	7,593	7,554	7,592	0	0	0	0	0	7,593	0	0	71	06/01/2025	-1		
31407A-PZ-8	FN 824940	03/01/2007	MBS PAYDOWN		6,605	6,605	6,640	6,605	0	0	0	0	0	6,605	0	0	47	02/01/2035	-1		
31407H-3F-1	FN 831598	03/01/2007	MBS PAYDOWN		4,344	4,344	4,282	4,344	0	1	0	1	0	4,344	0	0	40	04/01/2036	-1		
31407T-JK-7	FN 840066	03/01/2007	MBS PAYDOWN		4,415	4,415	4,448	4,417	0	(2)	0	(2)	0	4,415	0	0	63	08/01/2035	-1		
3199999	- Bonds - Special Revenues				43,082	43,082	43,468	43,085	0	(3)	0	(3)	0	43,082	0	0	533	XXX	XXX		
3899999	- Bonds - Public Utilities				0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
4599999	- Bonds - Industrial and Miscellaneous				0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
4699999	- Bonds - Credit Tenant Loans				0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
5399999	- Bonds - Parent, Subsidiaries and Affiliates				0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
6099997	- Bonds - Part 4				543,082	543,082	540,343	542,821	0	261	0	261	0	543,082	0	0	8,971	XXX	XXX		
6099999	- Total - Bonds				543,082	543,082	540,343	542,821	0	261	0	261	0	543,082	0	0	8,971	XXX	XXX		
6199999	- Preferred Stocks - Public Utilities				0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
6299999	- Preferred Stocks - Banks, Trust and Insurance Companies				0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
6399999	- Preferred Stocks - Industrial and Miscellaneous				0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
6499999	- Preferred Stocks - Parent, Subsidiaries and Affiliates				0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
6599997	- Preferred Stocks - Part 4				0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
6599999	- Total - Preferred Stocks				0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
6699999	- Common Stocks - Public Utilities				0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
6799999	- Common Stocks - Banks, Trust and Insurance Companies				0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
6899999	- Common Stocks - Industrial and Miscellaneous				0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
6999999	- Common Stocks - Parent, Subsidiaries and Affiliates				0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
7099999	- Common Stocks - Mutual Fund				0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
7199999	- Common Stocks - Money Market Mutual Funds				0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
7299997	- Common Stocks - Part 4				0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
7299999	- Total - Common Stocks				0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		
7399999	- Total - Preferred and Common Stocks				0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX		

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

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E05

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

**STATEMENT AS OF MARCH 31, 2007 OF THE OmniCare Health Plan, Inc.**

## SCHEDULE E - PART 1 - CASH

[illegible]

## SCHEDULE E - PART 2 CASH EQUIVALENTS

[illegible]